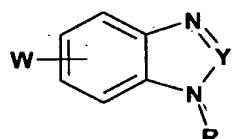


## CLAIMS

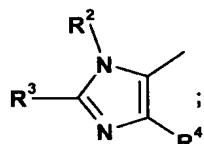
1. A compound of Formula I:



5

I

where:



W is (i) ;

Y is N or C-R<sup>1</sup>;

10 R is C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, (C<sub>1</sub>-C<sub>4</sub> alkylene)-(C<sub>3</sub>-C<sub>6</sub> cycloalkyl), phenyl, or benzyl optionally substituted on the phenyl ring with one or two substituents selected from halo;

R<sup>1</sup> is hydrogen, amino, or methyl;

R<sup>2</sup> is hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

15 R<sup>3</sup> is hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, trifluoromethyl, or phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)thio, 1-(pyrrolidin-1-yl)eth-2-oxy, and 1-(piperidin-1-yl)eth-2-oxy; or

R<sup>2</sup> and R<sup>3</sup> taken together form either the group -(CH<sub>2</sub>)<sub>n</sub>- where n is 2 or 3 or the group -CH=CH-;

20 R<sup>4</sup> is phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo and trifluoromethyl; provided that at least one of R<sup>2</sup> and R<sup>3</sup> is hydrogen or methyl; or a pharmaceutically acceptable salt thereof.

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2. A compound of Claim 1, where Y is C-R<sup>1</sup> and R<sup>1</sup> is amino.

3. A compound of Claim 2, where R is C<sub>1</sub>-C<sub>8</sub> alkyl.
4. A pharmaceutical formulation comprising a compound of any of
5. Claims 1-3 in combination with a pharmaceutically acceptable carrier, diluent or excipient.
5. A compound of Claim 1, 2 or 3 for use as a medicament.
- 10 6. The use of a compound of any of Claims 1-3 for the manufacture of a medicament for treating a disease or condition capable of being improved or prevented by inhibition of p-38 kinase.
- 15 7. The use of a compound of any of Claims 1-3 for the manufacture of a medicament for the treatment of susceptible neoplasms.